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COMPANIES HOUSE

COMPANY NUMBER 3008987

THE COMPANIES ACTS 1985, 1989 and 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

UCB DUMFRIES PENSION TRUST LIMITED

Circulation date 18th January 2008

passed on 24th January 2008

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (as amended), the undersigned, being the sole eligible member of the Company entitled to receive notice of and to attend and vote at general meetings of the Company on the above circulation date, hereby passes the following resolution as a written resolution and confirms that the said resolution shall for all purposes be as valid and effective as if the same had been passed at a general meeting duly convened and held

WRITTEN RESOLUTION

Special Resolution That the regulations contained in the printed document attached to this resolution be and the same are hereby approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company

This Resolution is proposed as a special resolution. This means that if a resolution is a special resolution it will be passed once 75% of eligible members signify their agreement to it. In each case the requisite percentage must be achieved by 15th February 2008 which is 28 days from the circulation date of the resolutions, being 18th January 2008

UCB (Investments) Limited

M G Hardy
Director

Dated 24th January 2008

ACCOMPANYING STATEMENT TO MEMBERS

Dear Member

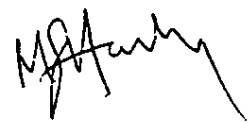
The Board of Directors of the Company proposes the above resolution to be passed as a written resolution of the Company in accordance with the Companies Act 2006. We are sending this statement and the text of the proposed resolution to you as an eligible member on the date of this statement which is the circulation date of the proposed resolution.

The proposed resolution must be passed by [date] (the "Lapsing Date") which is 28 days from the circulation date. If not passed by that Lapsing Date then the resolution will lapse.

If you agree to the proposed resolution you can signify your agreement by signing the attached proposed resolution above and returning this document duly signed to the Company at 208 Bath Road Slough Berkshire SL1 3WE.

The proposed resolution is proposed as a special resolution which means that it will be passed if the Company receives before the Lapsing Date signified agreement from 75% or more of eligible members.

This page sets out the text of the resolution proposed by the Board as a written resolution of the Company.



THE COMPANIES ACT 1948 COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

UCB DUMFRIES PENSION TRUST LIMITED

ADOPTED BY A WRITTEN RESOLUTION DATED 24th January 2008

TABLE A NOT TO APPLY

- 1 The regulations in Table A in the First Schedule to the Companies Act, 1948, shall not apply to the Company

DEFINITIONS

- 2 In the construction of these Articles, unless there be something in the subject matter or context inconsistent therewith -

"Active Member" means any person who is for the time being in pensionable service under the Scheme,

"The Company" means the above-named Company,

"Deferred Member" means a Member who has left the membership of the Scheme and is entitled to preserved benefits under the Scheme, payable from his or her normal retirement age,

"The Directors" means the Directors for the time being of the Company or a quorum thereof acting at a meeting of the Directors as the context may require,

"Member" means any person who is for the time being an Active Member, Deferred Member or Pensioner Member,

"MND Regulations" means The Occupational Pension Schemes (Member Nominated Trustees and Directors) Regulations 1996, as amended or replaced by new legislation Code of Practice from time to time,

"Month" means calendar month,

"Pensioner Member" means any person in the membership of the Scheme who, in respect of his pensionable service under it or by reason of transfer credits (within the meaning of section 124(1) of the Pensions Act), is for the time being entitled to the present payment of pension or other benefits from it,

"Pensions Act" means the Pensions Act 1995,

"Scheme" means the UCB Dumfries Pension Scheme,

"The Statutes" means the Companies Act, 1948, and every other Act for the time being in force concerning joint stock companies and affecting the Company,

"UCB(I)" means UCB (investments) Limited

Words importing the singular number include the plural number and vice versa, and words importing the masculine gender include the feminine gender ¹

Any terms used in the Memorandum and Articles of Association that are not defined in article 2 shall be interpreted as those terms defined in the governing trust documents and rules as may apply to the UCB Dumfries Pension Scheme

CONSTITUTION OF THE COMPANY

- 3 The Company is a "Private Company" and accordingly
- (a) no invitation shall be issued to the public to subscribe for any shares or debentures of the Company,
 - (b) the number of Members (not including persons who are in the employment of the Company and persons who, having been formerly in the employment of the Company, were while in that employment and have continued after the determination of that employment to be Members) shall be limited to fifty, provided that, for the purposes of this provision where two or more persons hold one or more shares in the Company, jointly, they shall be treated as a single Member, and
 - (c) the right to transfer the shares of the Company shall be restricted in the manner hereinafter appearing

SHARES AND TRANSFERS OF SHARES

- 4 The shares shall not be issued to any person other than UCB(I) or a subsidiary company thereof
- 5 The shares shall not be transferred to any person other than UCB (I) or a subsidiary company thereof

GENERAL MEETINGS

- 6 The Directors may call a General Meeting whenever they see fit, and General Meetings shall also be convened on such requisition, or in default may be called by such requisitionists as provided by the Statutes
- 7 In the case of a meeting for the passing of a Special Resolution twenty one clear days' notice in writing at the least and in any other case fourteen clear days' notice in writing at the least, specifying the place and the day and hour of the meeting, and in the case of special business the general nature of such business shall be given to each Member for the time being of the Company by personal delivery to him or by sending the same by post to him at his last known place of address or residence or business in the United Kingdom. Like notice of every such meeting shall also be given to the Auditors for the time being of the Company. A General Meeting may be convened by shorter notice than hereinbefore specified and shall be deemed to have been duly called if it is so agreed by such number of Members as shall be specified in the Statutes. The accidental omission to give such notice to or the non-receipt of such notice by any Member shall not invalidate any resolution passed or proceedings had at any such meeting. All business shall be deemed special that is transacted at a General Meeting

¹ Definitions of Deferred Member, Member and MND Regulation and wording inserted by a resolution dated 9 December 2005

- 8 Any Ordinary Resolution of the Company determined on without any General Meeting and evidenced by writing under the hands of all the Members of the Company for the time being shall be as valid and effectual as an Ordinary Resolution passed at a General Meeting of the Company

PROCEEDINGS AT GENERAL MEETINGS

- 9 No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business Save as otherwise herein provided, two Members present in person or by proxy shall be a quorum
- 10 The Chairman of the Board of Directors shall preside at any General Meeting or in his absence such other Member as the Members present may elect
- 11 The Chairman may with the consent of any meeting at which a quorum is present and shall if so directed by the meeting, adjourn any meeting from time to time and from place to place as the meeting may determine Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as in the case of an original meeting Save as aforesaid no Member shall be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting No business shall be transacted at an adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place
- 12 Any question to be decided at a General Meeting shall be decided upon a show of hands unless, before or upon the declaration of the result, a poll is demanded by the Chairman or by any Member present in person or by proxy and for the time being entitled to vote at the meeting, and unless a poll be so demanded the declaration by the Chairman of the meeting that a resolution has on a show of hands been carried, unanimously or by a particular majority, or lost or not carried by a particular majority, shall be conclusive evidence thereof without proof of the number or proportion of the votes recorded in favour of or against such resolution
- 13 If a poll be demanded in the manner aforesaid, it shall be taken at such time and place and in such manner as the Chairman shall direct and the result of it shall be deemed to be the resolution of the meeting at which the poll was demanded
- 14 No poll shall be demanded on the election of a Chairman of a meeting or on any question of adjournment
- 15 In the case of an equality of votes either on a show of hands or on a poll the Chairman of the meeting shall be entitled to a further or casting vote
- 16 The demand for a poll shall not prevent the continuance of any meeting for the transaction of any business other than that on which a poll has been demanded
- 17 Every Member shall have one vote on a show of hands and in the case of a poll shall have one vote for every share of which he is the holder If two or more persons are jointly entitled to a share, then in voting upon any question the vote of the senior who tenders a vote whether in person or by proxy shall be accepted to the exclusion of votes of other registered holders of the share and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members

PROXIES

- 18 Votes may be given either personally or by proxy A proxy need not be a Member of the Company
- 19 Proxies shall be in writing under the hand of the appointor or his authorised attorney and may be in the following form or as near thereto as circumstances permit -

"I, _____ of _____
appoint _____ of _____
my proxy at the General Meeting of the Company

to be held on the day of 20 ,
and at any adjournment thereof

"Dated this day of 20 "

- 20 The instrument appointing a proxy and the power of attorney (if any) under which it is signed or notarially certified or office copy thereof shall be deposited with the Secretary of the Company not less than twenty four hours before the time for holding the meeting or adjourned meeting as the case may be at which the person named in such instrument proposes to vote

DIRECTORS

- 21 The Directors shall ensure that all necessary steps are taken to ensure compliance with the MND Regulations
- 22 Subject as herein otherwise provided, the office of a Director shall be vacated
- 22 1 If an order in bankruptcy is made against him
- 22 2 If he be found incapable, in the opinion of the trustee board, of continuing office due to mental or physical ill-health
- 22 3 If he becomes prohibited from being a Director by any order made under the provision of the Statutes
- 22 4 If by notice in writing given to the Company he resigns his office
- 22 5 If, subject to compliance with the MND Regulations, he is removed as a director by notice in writing from UCB(I)
- 22 6 If, he becomes prohibited from holding such office by reason of any order made under Company Directors Disqualification Act 1986, as amended from time to time
- 22 7 If, he ceases to hold office by virtue of any provisions of the Statutes
- 22 8 In any other case where compliance with any relevant legislation or the directors of The Pension Regulator so requires

POWERS AND DUTIES OF DIRECTORS

- 23 The Directors may exercise all the powers and discretions vested in the Company under or by virtue of its Memorandum of Association or otherwise as are not hereby or by the Statutes directed or required to be done by the Company in General Meeting

PROCEEDINGS OF DIRECTORS

- 24 The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their business as they see fit. Questions arising at any meeting shall be determined by a majority of votes, and in case of an equality of voting the Chairman of the meeting shall have a second or casting vote. A Director may and the Secretary, on the requisition of a Director, shall at any time summon a meeting of the Directors. A Director not in the United Kingdom shall not be entitled to notice of a meeting of the Directors. A quorum for a meeting of Directors shall be such number as shall be equal to two-thirds of the number of Directors for the time being or if the number so calculated shall not be a whole number then the quorum shall be the next higher number.
- 25 The Directors may elect a Chairman of their meeting and determine the period for which he is to hold office. If no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.
- 26 The Directors may delegate any of their powers to Committees consisting of such members of their body as they think fit. Any Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed upon it by the Directors.
- 27 A Committee may elect a Chairman of its meetings. If no such Chairman is elected or if at any meeting the Chairman is not present within five minutes of the time appointed for holding the meeting, the members present may choose one of their number to be Chairman of the meeting.
- 28 A Committee may meet and adjourn as its members think fit. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in case of equality of voting the Chairman shall have a second or casting vote.
- 29 All acts done bona fide by any meeting of Directors or by any meeting of a Committee of Directors or by any person acting as a Director shall, notwithstanding it be afterwards discovered there was some defect in the appointment of any such Directors or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.
- 30 The Directors shall cause proper minutes to be made of all General Meetings of the Company and also of all appointments of officers and of the proceedings of all meetings of Directors and Committees, and of the attendances thereat, and all business transacted at such meetings, and any such minute of any meeting if purporting to be signed by the Chairman of such meeting or by the Chairman of the next succeeding meeting, shall be conclusive evidence without any further proof of the facts stated therein.

CONFIDENTIALITY OF INFORMATION

- 31 With a view to preserving confidentiality, the Directors and each of them shall not receive and shall not be entitled to see any information relating to individual members or groups of any pension scheme or fund of which the Company is a trustee (including the amount of contributions payable by such individuals or groups and their respective employers) except such as may be specifically authorised by a resolution duly passed at a meeting of Directors AND any information so authorised shall be available to all Directors PROVIDED that nothing in this Article contained shall prevent any Director from seeking and obtaining information as to the total contributions to any such pension scheme or fund payable respectively by all the members and their employer or employers. It shall be the duty of the Secretary so to act as to procure that the provisions of this Article are observed.

ALTERNATE DIRECTORS

- 32 A Director who is unable to attend any meeting of the Directors may appoint any person approved in writing by or on behalf of UCB(I) to be an alternate Director for such period not exceeding six months as he may desire and such appointment shall have effect and such appointee, while he holds office as an alternate Director, shall be entitled to notice of meetings of the Directors and to attend and vote thereat accordingly. He shall not require any qualification but he shall ipso facto vacate office if and when the appointor vacates office as a Director or removes the appointee from office or the period of his appointment as aforesaid shall expire. Any appointment or removal under this Article shall be effected by a notice in writing under the hand of the Director making the same.

RESOLUTION OF DIRECTORS

- 33 A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of Directors shall be as effective for all purposes as a resolution passed at a meeting of the Directors duly convened, held and constituted.

THE SEAL

- 34 Any instrument to which the seal of the Company shall be affixed shall be countersigned by at least two Directors or one Director and the Secretary.

INDEMNITY

- 35 Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as it is not avoided by any provision of the Statutes.